

CONSTANTINE | CANNON

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NEW YORK | WASHINGTON

March 5, 2009

BY HAND DELIVERY AND BY ECF

The Honorable John Gleeson
United States District Court Judge
District Court for the Eastern District of New York
225 Cadman Plaza East
Brooklyn, New York 11201

Re: Visa Check/MasterMoney Antitrust Litigation, (CV-96-5238)(JG)(JO)

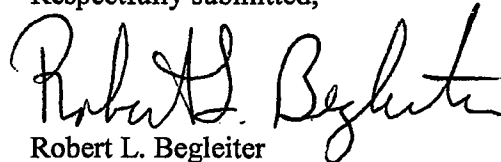
Dear Judge Gleeson:

Enclosed please find copies of (i) Lead Counsel's Order to Show Cause in connection with its Motion to Approve the Securitization of the MasterCard Settlement Account Payments; (ii) Lead Counsel's supporting memorandum of law; (iii) the declaration of Robert L. Begleiter, Esq. and exhibits thereto (including the Proposed Order); (iv) the declaration of Joshua J. Slovik; and (v) the declaration of Neil L. Zola.

The supporting memorandum of law and Mr. Slovik's declaration are being filed under seal because they contain pricing information for the proposed securitization that could harm the interests of the Plaintiff Class if disclosed. Redacted versions of these papers and unredacted versions of the other papers mentioned above will be filed using the ECF system.

Lead Counsel requests a briefing schedule such that any objections to this motion be filed on or before March 26, 2009, and that Lead Counsel's reply papers be filed on or before April 13, 2009. Subject to the convenience of the Court, Lead Counsel also respectfully suggests that a hearing on this motion be scheduled for April 16, 2009, or thereafter.

Respectfully submitted,



Robert L. Begleiter

Enclosures

cc: Joseph Tringali (Counsel for Defendant MasterCard International Inc.)
Robert Mason (Counsel for Defendant Visa U.S.A. Incorporated)
Robin Wilcox, Special Master

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